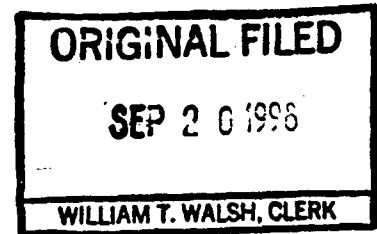


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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

UNITED STATES OF AMERICA,

Plaintiff,

v.

CIVIL ACTION NO.

BECKMAN COULTER, INC., f/k/a Beckman Instruments,))
Inc.; CADILLAC PLASTICS GROUP, INC., f/k/a Day))
International Corporation, f/k/a Dayco Corporation; CWM))
CHEMICAL SERVICES, INC., f/k/a Chem-Trol))
Pollution Services, Inc., as successor to R&R))
Sanitation, Inc.; CHESTER HILLS, INC.; CHRYSLER))
CORPORATION; COMPACTION SYSTEMS))
CORPORATION; COMPACTION SYSTEMS))
CORPORATION OF CONNECTICUT, INC.;))
COMPACTION SYSTEMS CORPORATION OF NEW))
JERSEY, INC.; CONNECTICUT RESOURCE))
RECOVERY AUTHORITY, INC.; EAGLE INDUSTRIAL))
PRODUCTS, INC., as successor to Falcon Manufacturing,))
Inc.; EAGLE INDUSTRIES, INC.; EASTERN WASTE))
OF NJ, as successor to West Milford Haulage, Inc. and))
Frank Fenimore, Inc.; FALCON MANUFACTURING,))
INC.; JOHN C. FILIBERTO, in his individual capacity;))

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96-11-24134/1

DEPARTMENT OF JUSTICE

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JOSEPH B. FILIBERTO, in his individual capacity;)
GARBCO ASSOCIATES, INC., f/k/a J. Filiberto)
Sanitation, Inc.; HOWMET CORPORATION,)
f/k/a Howmet Turbine Components Corporation;)
MARS, INC.; THE MENNEN COMPANY;)
OCCIDENTAL PETROLEUM CORPORATION;)
PHILLIPS PETROLEUM, INC.; RAYONIER INC.,)
WARNER-LAMBERT COMPANY, INC.;)
WASTE MANAGEMENT OF NORTH JERSEY,)
INC., as successor to J. Filiberto Sanitation, Inc.,)
)
Defendants.)

COMPLAINT

The United States of America, by authority of the Attorney General of the United States and on behalf of the Administrator of the United States Environmental Protection Agency ("EPA"), alleges as follows:

1. This is a civil action for the recovery of costs and declaratory relief against the above-named defendants under Section 107 of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. § 9607. The United States seeks to recover costs that it has incurred in connection with the release or threatened release of hazardous substances into the environment at or from a facility located in Chester, New Jersey, known as the Combe Fill South Landfill Superfund Site (the "Site").

I. JURISDICTION AND VENUE

2. This Court has jurisdiction over this action pursuant to 28 U.S.C. §§ 1331 and 1345, and 42 U.S.C. §§ 9607(a) and 9613(b).

3. Venue is proper in this district pursuant to 42 U.S.C. § 9613(b) and 28 U.S.C. § 1391(b), as the actual or threatened releases of hazardous substances that give rise to this claim occurred in this judicial district and one or more defendants did business in this judicial district.

II. DEFENDANTS

4. Defendant Beckman Coulter, Inc., f/k/a Beckman Instruments, Inc., is incorporated in Delaware. On information and belief, Beckman arranged for the disposal of hazardous substances through a transporter who disposed of hazardous substances at the Site.

5. Defendant Cadillac Plastics Group, Inc., f/k/a Day International Corporation, f/k/a Dayco Corporation, is incorporated in Delaware. On information and belief, Cadillac Plastics Group, Inc. arranged for the disposal of hazardous substances at the Site.

6. Defendant CWM Chemical Services, Inc., f/k/a Chem-Trol Pollution Services, Inc., is incorporated in Delaware. On information and belief, CWM Chemical Services, Inc. is successor to Carl Gulick, Inc. and R&R Sanitation, Inc., which accepted hazardous substances for transport for disposal, and selected the Site as the ultimate location of such substances.

7. Defendant Chester Hills, Inc. is incorporated in New Jersey. On information and belief, Chester Hills, Inc. owned and operated the Site at the time that hazardous substances were disposed of there.

8. Defendant Chrysler Corporation is the successor entity to Chrysler Plastics Products Corporation, and is incorporated in Delaware. On information and belief, Chrysler Plastics Products Corporation arranged for the disposal of hazardous substances at the Site.

9. Defendant Compaction Systems Corporation ("Compaction"), is incorporated in New York. On information and belief, Compaction operated the Site at the time hazardous

substances were disposed there, and accepted hazardous substances for transport for disposal, and selected the Site as the ultimate location of such substances.

10. Defendant Compaction Systems Corporation of New Jersey ("Compaction - NJ"), is incorporated in New Jersey. On information and belief, Compaction - NJ operated the Site at the time hazardous substances were disposed there, and accepted hazardous substances for transport for disposal, and selected the Site as the ultimate location of such substances.

11. Defendant Compaction Systems Corporation of Connecticut ("Compaction-Connecticut") is incorporated in Connecticut. On information and belief, Compaction-Connecticut accepted hazardous substances for transport for disposal, and selected the Site as the ultimate location of such substances.

12. Defendant Connecticut Resource Recovery Authority, Inc. ("CRRA") is incorporated in Connecticut. On information and belief, CRRA arranged for the disposal of hazardous substances at the Site, and accepted hazardous substances for transport for disposal, selecting the Site as the ultimate location of such substances.

13. Defendant Eastern Waste of NJ is incorporated in New Jersey. On information and belief, Eastern Waste of NJ is a successor to West Milford Haulage and to Frank Fenimore, Inc., which accepted hazardous substances for transport for disposal, and selected the Site as the ultimate location of such substances.

14. Defendant Falcon Manufacturing, Inc., f/k/a The Jepson Corporation ("Falcon"), is incorporated in Delaware. On information and belief, Falcon is successor to Emerson Quiet Kool Corporation, which arranged for the disposal of hazardous substances at the

Site. Defendants Eagle Industrial Products, Inc. and Eagle Industries, Inc. are named to the extent they are successors to Falcon.

15. Defendant John C. Filiberto, is an individual and former secretary/treasurer of defendant Chester Hills, Inc., a former owner and operator of the Site, and an officer of J. Filiberto Sanitation, Inc., a former owner and/or operator of the Site. During some or all of its years of operation as Chester Hills, Inc. and J. Filiberto Sanitation, Inc., John C. Filiberto was personally and actively involved in the operation, control and management of the Site.

16. Defendant Joseph B. Filiberto, is an individual and former president of defendant Chester Hills, Inc., a former owner and operator of the Site, and an officer of J. Filiberto Sanitation, Inc., a former owner and/or operator of the Site. During some or all of its years of operation as Chester Hills, Inc. and J. Filiberto Sanitation, Inc., Joseph B. Filiberto was personally and actively involved in the operation, control and management of the Site.

17. Defendant Garbco, Inc., f/k/a J. Filiberto Sanitation, Inc. ("Garbco") is incorporated in New Jersey. On information and belief, Garbco owned and/or operated the Site at the time hazardous substances were disposed of there, and accepted hazardous substances for transport for disposal, selecting the Site as the ultimate location of such substances.

18. Defendant Howmet Corporation, f/k/a Howmet Turbine Components Corporation, is incorporated in Delaware. On information and belief, Howmet Corporation arranged for the disposal of hazardous substances at the Site.

19. Defendant Mars Inc. is incorporated in Delaware. On information and belief, an operating division of Mars, Inc. named M&M/Mars arranged for the disposal of hazardous substances at the Site.

20. Defendant The Mennen Company is incorporated in New Jersey. On information and belief, The Mennen Company arranged for the disposal of hazardous substances at the Site.

21. Defendant Occidental Petroleum Corporation ("Occidental") was incorporated in Delaware. Prior to its incorporation in Delaware, Occidental was incorporated in California under the same name and address, and as such, Occidental retained the liabilities of the California corporation of the same name. On information and belief, at all relevant times hereto, Occidental Resource Recovery Systems, Inc. ("ORRSI"), now believed to be defunct, was a wholly-owned subsidiary of Occidental. On information and belief, Occidental, along with ORRSI, and/or others were partners in a joint venture, CEA-OXY Resource Recovery Associates ("CEA-OXY") for the purpose of generating a fuel called ECO-Fuel. The joint venture collected, generated, and transported waste containing hazardous substances to the Site. Furthermore, on information and belief, Occidental was directly liable as it assumed the processing operations of CEA-OXY when CEA-OXY no longer operated the ECO-Fuel facility. Based on the above, Occidental arranged for hazardous substances to be disposed at the Site, and accepted hazardous substances for transport for disposal, selecting the Site as the ultimate location of such substances.

22. Defendant Phillips Petroleum Company, Inc. ("Phillips Petroleum"), successor to American Thermoplastics Corp. ("ATC"), is incorporated in Delaware. On information and belief, ATC, formally a subsidiary of Phillips Petroleum, arranged for the disposal of hazardous substances at the Site. In 1996, Phillips Petroleum and ATC merged, and ATC is now an operating division of Phillips Petroleum.

23. Defendant Rayonier Inc., f/k/a ITT Rayonier, Inc., is incorporated in Delaware. ITT Rayonier, Inc. changed its name to Rayonier Inc. in or about 1994. On information and belief, Rayonier Inc. succeeded to the liabilities of ITT Rayonier, Inc., which arranged for hazardous substances to be disposed at the Site.

24. Defendant Warner-Lambert Company is incorporated in Delaware. On information and belief, Warner-Lambert Company arranged for the disposal of hazardous substances at the Site.

25. Defendant Waste Management of North Jersey, Inc., is incorporated in Delaware. On information and belief, Waste Management of North Jersey, Inc. is a successor to J. Filiberto Sanitation, Inc., which owned and/or operated the Site and accepted hazardous substances for transport for disposal, and selected the Site as the ultimate location of such substances.

III. SITE DESCRIPTION AND FACTUAL BACKGROUND

26. The Site is located in Chester and Washington Townships, Morris County, New Jersey, approximately 20 miles west of Morristown. The inactive, former municipal landfill is located off Parker Road about two miles southwest of the Borough of Chester. The Site consists of three fill areas covering about 65 acres. County and state park segments, including the Black River County Park and Hacklebarney State Park, located east and south of the Site along the Black River, respectively, border the Site.

27. Landfill operations began at the Site in 1948, and the Site was licensed by the New Jersey Department of Environmental Protection ("NJDEP") to operate as a sanitary landfill in 1972. It was ordered closed in 1981.

28. In the early 1980s, EPA began to investigate the Site for possible environmental problems due to citizen complaints and local and state government enforcement activities.

29. As a result of investigations demonstrating that hazardous substances had been disposed of at the Site, in September 1, 1983 the Site was placed on the National Priorities List ("NPL"), 40 C.F.R. Part 300, Appendix B, pursuant to Section 105(a) of CERCLA, 42 U.S.C. § 9605(a). Sites on the NPL are those that EPA has determined present the greatest danger to public health, welfare, or the environment, and are eligible for long-term remedial action financed using funds from the Hazardous Substance Superfund, commonly referred to as the "Superfund", 42 U.S.C. § 9611.

30. Under a cooperative agreement with EPA, a remedial investigation and feasibility study was thereafter conducted by the NJDEP, which documented the presence of hazardous substances at and near the Site, including but not limited to, arsenic, benzene, carbon tetrachloride, chloroform, lead, mercury, methylene chloride, phenol, toluene, and trichloroethylene, all of which are "hazardous substances" within the meaning of Section 101(14) of CERCLA, 42 U.S.C. § 9601(14).

31. There was a "release" or "threatened release" of a hazardous substance at or from the Site within the meaning of Section 101(22) of CERCLA, 42 U.S.C. § 9601(22).

32. On September 29, 1986, the Regional Administrator of EPA Region II signed a Record of Decision ("ROD") through which EPA selected a remedial action to address the release or threatened release of hazardous substances at or from the Site. The ROD outlined the remedy to be conducted at the Site, including capping the landfill, including surface water controls

and a gas venting system, and pumping and treatment of groundwater contamination in the shallow aquifer immediately beneath the site.

33. The remedy has now been constructed and monitoring is on-going.

34. The actions taken by the United States and NJDEP in connection with the Site constitute "response" actions within the meaning of Section 101(25) of CERCLA, 42 U.S.C. § 9601(25).

35. As a result of such response actions, the United States has incurred approximately \$32 million in unreimbursed response costs and continues to incur response costs.

IV. CLAIM FOR RELIEF

36. Paragraphs 1 through 35 are realleged and incorporated herein by reference.

37. Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), provides, in pertinent part:

- (2) any person who at the time of disposal of any hazardous substances owned or operated any facility at which such hazardous substances were disposed of,
- (3) any person who by contract, agreement, or otherwise arranged for disposal or treatment, or arranged with a transporter for transport for disposal or treatment, of hazardous substances owned or possessed by such person, by any other party or entity, at a facility or incineration vessel owned or operated by another party or entity and containing such hazardous substances, and
- (4) any person who accepts or accepted any hazardous substances for transport to disposal or treatment facilities, incineration vessels or sites selected by such persons, from which there is a release, or a threatened release which caused the incurrence of response costs, of a hazardous substance, shall be liable for --

(A) all costs of removal or remedial action incurred by United States Government or a State . . . not inconsistent with the national contingency plan; . . .

38. Each of the above-named defendants is a "person" within the meaning of Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

39. Each of the above-named defendants is within the classes of persons described in Section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

40. The Site is a "facility" within the meaning of Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

41. The response costs incurred by the United States in connection with the Site were not inconsistent with the National Contingency Plan ("NCP"), which was promulgated under Section 105(a) of CERCLA, 42 U.S.C. § 9605(a), and is codified at 40 C.F.R. Part 300, *et seq.*

42. Pursuant to Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), the defendants are jointly and severally liable to the United States for all costs incurred and to be incurred by the United States in connection with the Site, including prejudgment interest.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff, United States of America, respectfully prays that this Court:

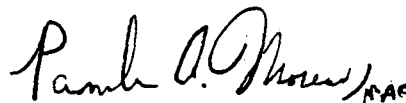
Enter judgment against each of the defendants, jointly and severally, for all past response costs incurred and to be incurred by the United States in connection with the Site, together with interest thereon;

Enter a declaratory judgment as to liability for future costs pursuant to Section 113(g)(2) of CERCLA; and

Award such other relief as this Court deems just and proper.

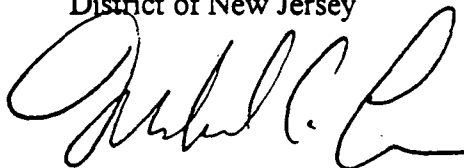
Respectfully submitted,

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02-1998-0310 - Beckner Counter, INC.

Comp filed: 09/20/98

Site: Combe Fill South

23 Def's NAMES + NO COMPLAINT

C+NO: (NO COURT DOCKET NUMBER ON COPY DOJ# IS:

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